

Mitchell Brian Andrew
Form 4
February 21, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mitchell Brian Andrew

(Last) (First) (Middle)

5964 LA PLACE COURT

(Street)

CARLSBAD, CA 92008

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

GenMark Diagnostics, Inc. [GNMK]

3. Date of Earliest Transaction
(Month/Day/Year)

02/18/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

SVP, Operations

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	02/18/2019		A ⁽¹⁾	75,000	A \$ 0 221,495	D	
Common Stock	02/19/2019		S ⁽²⁾	519	D \$ 6.32 220,976	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Market Stock Units	\$ 0	02/18/2019		A	25,000 (3)	(4) (4)	Common Stock	25,000 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mitchell Brian Andrew 5964 LA PLACE COURT CARLSBAD, CA 92008			SVP, Operations	

Signatures

/s/ Eric Stier,
Attorney-in-fact

02/21/2019

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The amount reported reflects restricted stock units granted to the Reporting Person pursuant to the Issuer's 2010 Equity Incentive Plan.

(1) The restricted stock units vest 25% on February 18, 2020 and the remaining shares subject to such award vest in 12 equal quarterly installments thereafter.

(2) The shares were sold pursuant to pre-established trading instructions solely to satisfy tax withholding obligations in connection with the partial vesting of previously granted restricted stock units.

(3) Each market stock unit ("MSU") represents the contingent right to receive, following vesting, between 0% and 200% of one share of the Issuer's common stock, subject to the level of achievement of applicable performance conditions. The resulting number of shares acquired upon vesting of the MSUs, if any, is based on the Issuer's total shareholder return for each performance period as compared to the NASDAQ Composite Index.

(4) The MSUs vest in three equal installments, on each of December 31, 2019, December 31, 2020, and December 31, 2021; provided that, at the end of the second and third performance periods, the Reporting Person is eligible to receive any shares that were not earned in the first and second performance periods to the extent that the Issuer's two-year or three-year total shareholder return, as applicable, exceeds the prior performance results as compared to the NASDAQ Composite Index.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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